

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1052.  
FILED, MARCH 12th, 1964.

CANADIAN HOMESTEAD OILS LIMITED

Homestead Consolidated Oil Company Limited incorporated under the laws of the Province of Alberta on March 18, 1947. Name changed to Consolidated Homestead Oil Company Limited on August 6, 1947  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 and to Western Homestead Oils Limited on July 29, 1950 and to Canadian Homestead Oils Limited on March 3, 1954.)  
Reference is made to previous Filing Statement No. 1038.  
**FILING STATEMENT**  
(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

File

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The Company proposes to purchase, effective January 1, 1964, all of the outstanding capital stock of Caravalle Petroleum Co., Ltd., for a total consideration of \$233,557.00 (Canadian)
2. Head office address and any other office address.	132 Ninth Avenue S.W., Calgary, Alberta
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - B. W. Watson, 132 - Ninth Avenue S.W., Calgary, Alberta (Executive) Secretary-Treasurer - D. E. Wikant, 132 Ninth Avenue S.W., Calgary, Alberta (Chartered Accountant) Assistant Secretary - C. D. Borgard, 132 Ninth Avenue S.W., Calgary, Alberta (Landman) Vice-Pres. of Operations - A. G. Savage, 132 Ninth Avenue S.W., Calgary, Alberta (Petroleum Engineer) Director - J. M. Robertson, 13th Floor Klveden House, Calgary, Alberta (Lawyer) Director - B. O. Jones, 470 Southborough Drive, Vancouver, B.C. (Executive) Director - H. R. Bolton, Ambassador Oil Corp., 3109 Winthrols Avenue, Fort Worth 7, Texas, U.S.A. (Executive) Director - W. Floersheimer, Sutro Bros. & Co., 80 Pine Street, New York 5, New York (Executive)
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,000,000 common shares of 10 cents par value each. Issued - 3,396,900
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	The Company is indebted to The Royal Bank of Canada in the amount of \$1,000.00 re outstanding loans.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	100,000 shares are reserved for issue pursuant to a stock option plan for officers and employees of the Company and its subsidiaries. These options are exercisable at any time, or from time to time as follows:  100,000 shares at \$1.25 per share on or before March 28, 1964.



7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Options granted have only been to present and former officers of the Company and present employees.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Canadian Homestead Oils Limited intends to continue its participation in oil and gas exploration activities in Western Canada.
10. Brief statement of company's chief development work during past year.	During the eight month period ended January 31, 1964 the Company supervised the drilling of 28 wells of which 6 were for the account of outside interests and 22 were wells in which the Company had a working or royalty interest. Of these latter wells there were 15 producing oil wells and 7 dry holes. The Company has continued to increase the emphasis on more speculative drilling prospects.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Geonomics Incorporated, 230 Park Avenue, New York 17, New York, propose to sell all of the shares in their wholly-owned subsidiary company, Caravelle Petroleum Co. Ltd., to Canadian Homestead Oils Limited for a total consideration of \$233,557.00.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	A. B. McClelland Jr. - 272 Queens Lane, Palm Beach, Florida, U.S.A. Wm. Belknap III - Dorset, Vermont, U.S.A. Estate of Sidney L. Scholey (Charles Post and Glenn Lempereur Executors) - c/o Post, etc., Law Firm Boston, Massachusetts, U.S.A.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Castle Oil & Gas Limited - 132-9th Ave. S.W., Calgary, Alberta - 612,425 Palliser Petroleum Limited - do. - 126,300 Morgan & Co. Ltd. - Toronto-Dominion Bank Bldg. 500 St. James St. W. Montreal, P.Q. - 136,658 Merrill, Lynch, Pierce, Fenner & Smith Inc. - 70 Pine St. New York 5, New York - 133,851 B. O. Jones - 470 Southborough Dr. Vancouver, B.C. - 87,794 Presumably the shares registered in the names of Morgan & Co. Ltd. and Merrill, Lynch, Pierce, Fenner & Smith Inc. are not held beneficially, but to what extent the Company is not aware



# FINANCIAL STATEMENTS

CANADIAN HOMESTEAD OILS LIMITED  
AND SUBSIDIARY COMPANY

## CONSOLIDATED BALANCE SHEET

JANUARY 31, 1964

(UNAUDITED)

### A S S E T S

#### CURRENT:

Cash and deposit receipts	\$ 1,052,406
Accounts receivable	562,246
Notes receivable - current portion	60,000
Marketable securities - at cost less amount written off (quoted market value \$75,930)	38,571
Deposits	2,671
Prepaid expenses	7,213
Total current assets	<u>\$ 1,723,107</u>

#### NOTES RECEIVABLE:

Non-interest bearing, payable \$5,000 per month commencing July 1, 1963 - less amounts due within one year - above	\$ 155,000
Interest at 5% per annum commencing October 31, 1965, principal amount payable October 31, 1968	92,707
	<u>\$ 247,707</u>

#### PROPERTY AND EQUIPMENT:

Petroleum and natural gas leases, reservations and royalty interests:	
Productive properties, including well development costs, less accumulated depletion (\$887,033)	\$ 637,785
Undeveloped properties	351,614
Production and other equipment, less accumulated depreciation (\$386,291)	50,458
	<u>\$ 1,039,857</u>

#### OTHER:

Sundry investments - at cost less amount written off	\$ 2,186
Cash surrender value - life insurance	3,125
Drilling and other deposits	58,838
Advances to unconsolidated subsidiary	35,253
	<u>\$ 99,402</u>
	<u>\$ 3,110,073</u>

### L I A B I L I T I E S

#### CURRENT:

Bank loan - secured	\$ 1,000
Accounts payable and accrued liabilities	430,873
Total current liabilities	<u>\$ 431,873</u>

#### SHAREHOLDERS' EQUITY:

Share capital	
Authorized - 5,000,000 shares of a par value of 10 cents each	
Issued - 3,396,900 shares	\$ 339,690
Paid-in surplus	6,187,268
Deficit	(3,848,758)
	<u>\$ 2,678,200</u>
	<u>\$ 3,110,073</u>



CANADIAN HOMESTEAD OILS LIMITED  
AND SUBSIDIARY COMPANY

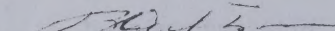
CONSOLIDATED STATEMENT OF EARNINGS AND DEFICIT


FOR THE EIGHT MONTH PERIOD ENDED JANUARY 31, 1964

(UNAUDITED)

INCOME:	
Sales of crude oil and natural gas	\$ 191,602
Management and consulting fees	163,383
Royalty income	65,881
Interest and other income	47,020
	<u>\$ 467,886</u>
EXPENSES:	
Well operating	\$ 51,420
General and administrative	309,023
	<u>\$ 360,443</u>
Earnings Before Depreciation, Depletion and Other Charges	<u>\$ 107,443</u>
OTHER CHARGES - NET:	
Exploration and abandonments	\$ 44,545
Undeveloped property rentals	32,151
Loss (gain) on capital asset disposals - net	(650)
	<u>76,046</u>
Net Profit Before Depreciation and Depletion	\$ 31,397
Depreciation and depletion	57,400
Net Loss for the Period	<u>\$ 26,003</u>
Deficit at Beginning of Period	3,822,755
Deficit at End of Period	<u>\$ 3,848,758</u>

The foregoing Consolidated Statement of Earnings and Deficit is true and correct to the best of our knowledge.

 President

 Secretary-Treasurer

CANADIAN HOMESTEAD OILS LIMITED  
AND SUBSIDIARY COMPANY

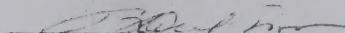
CONSOLIDATED STATEMENT OF SOURCE AND USE OF FUNDS

FOR THE EIGHT MONTH PERIOD ENDED JANUARY 31, 1964

(UNAUDITED)

SOURCE OF FUNDS:	
Cash generated from operations before other charges	\$ 107,443
Long term receivable becoming current	40,000
Sales of property and equipment	1,728
Advances repaid by unconsolidated subsidiary	12,922
Miscellaneous sources of funds	62
	<u>\$ 162,155</u>
USE OF FUNDS	
Exploration expenses and undeveloped property rentals	\$ 74,007
Expenditures for property and equipment	169,851
Increase in refundable deposits	5,436
Long term notes receivable resulting from the sale of marketable securities	92,707
Miscellaneous use of funds	2,325
	<u>\$ 344,326</u>
Decrease in Working Capital	<u>\$ 182,171</u>

The foregoing Consolidated Statement of Source and Use of Funds is true and correct to the best of our knowledge.

 President

 Secretary-Treasurer

## CARAVELLE PETROLEUM CO. LTD.

## BALANCE SHEET

AS OF DECEMBER 31, 1963

ASSETSCURRENT ASSETS:

Cash in Bank		\$ 5,771.38	
Accounts Receivable - Petcal Co. Ltd.		1,277.96	
Accounts Receivable - Other		1,936.37	
Due from Receiver General of Canada		2,369.06	
TOTAL CURRENT ASSETS			\$ 11,354.77

PRODUCING PROPERTIES: (Note 1)

Royalty Interests		\$17,901.00	
Working Interests - Acquisition Costs	\$82,890.22		
- Lease Equipment	17,367.28	100,257.50	
		118,158.50	
Less: Accumulated Depreciation		3,060.76	
TOTAL PRODUCING PROPERTIES			115,097.74

OTHER ASSETS:

Organization Costs		\$ 335.95	
TOTAL OTHER ASSETS			335.95

## TOTAL ASSETS

\$126,788.46

Note 1: Producing Properties Consist of the following:

Royalty Interests:

Deer Mountain - 8% ORRI	\$12,000.00
South Willesden Green - 5% ORRI	1,700.00
North Willesden Green - 5% ORRI	1,500.00
Pembina - 6% ORRI	2,700.00
Ante Creek - 3% ORRI	1.00
	<u>\$17,901.00</u>

Working Interests:

Deer Mountain - 5.4% W.I.	\$60,485.83
South Willesden Green - 5% W.I.	36,290.32
Girouxville - 10% W.I.	3,481.35
	<u>\$100,257.50</u>
	<u>\$118,158.50</u>

## CARAVELLE PETROLEUM CO. LTD.

## BALANCE SHEET

AS OF DECEMBER 31, 1963

(Cont'd)

LIABILITIES AND CAPITALCURRENT LIABILITIES:

Accounts Payable - Petcal Co. Ltd. (Girouxville)	\$ 28,446.00	
Accounts Payable - Deer Minerals Ltd.	16,519.57	
Accrued Interest Payable	319.89	
TOTAL CURRENT LIABILITIES		\$ 45,285.46

OTHER LIABILITIES: (Note 2)

Loans Payable - Secured by Production - Royalty Interests	\$ 42,932.59	
Loans Payable - Secured by Production - Working Interests	19,579.82	62,512.41
Loan Payable - Royal Bank of Canada		60,000.00
TOTAL OTHER LIABILITIES		\$122,512.41
TOTAL LIABILITIES		\$167,797.87

CAPITAL:

Common Stock		\$ 1,000.00
Retained Earnings - January 1, 1963	5,570.96	
Add: Prior Years Tax Refund	2,369.06	
	<u>\$ 7,940.02</u>	
Less: Loss for the year ended December 31, 1963 per Exhibit "B"	49,949.43	(42,009.41)
NET DEFICIT		(\$ 41,009.41)

## TOTAL LIABILITIES AND CAPITAL

\$126,788.46

Note 2: Other Liabilities - Loans Payable secured by Production consist of Bank Loan repayable out of Production Realized from Certain Properties further analyzed as follows:

Royalty Interests:

Deer Mountain - 8% ORRI	)	
South Willesden Green - 5% ORRI	)	\$ 42,932.59
(Effective January 17, 1964 - payable at rate of \$1,200.00 per month plus interest)		

Working Interests:

Deer Mountain - 5.4% W.I.	\$ 14,303.33	
South Willesden Green - 5% W.I.	5,276.49	19,579.82
		<u>\$ 62,512.41</u>

(SUBJECT TO COMMENTS CONTAINED HEREIN)



## CARAVELLE PETROLEUM CO. LTD.

## INCOME STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 1963

INCOME - OIL & GAS SALES:Royalty Interests:

Deer Mountain	\$13,468.36	
South Willesden Green	4,287.96	
North Willesden Green	1,289.92	
Pembina	697.66	
Ante Creek	374.02	
Total Royalty Interests		\$20,117.92

Working Interests:

Deer Mountain	\$ 7,054.51	
South Willesden Green	2,619.67	
Girouxville	-.-	
Total Working Interests		9,674.18
TOTAL INCOME FROM OIL & GAS SALES		\$29,792.10

EXPENSES - OIL & GAS SALES:

Intangible Drilling Costs	\$30,213.89	
Lifting Costs	2,931.43	
Loss on Sale of North Willesden Green	32,230.20	
Depreciation of Equipment	3,060.76	
TOTAL EXPENSES - OIL & GAS SALES		68,436.28

## LOSS ON OIL &amp; GAS OPERATIONS

(\$38,644.18)

OTHER INCOME:

Earning of Royalties	\$ 2,701.00
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OTHER EXPENSES:

Management Overhead	\$ 6,000.00	
Travel	1,777.03	
Geology	44.71	
Telephone	163.56	
Legal	476.50	
Interest	5,501.48	
Miscellaneous	42.97	
	\$14,006.25	
		(\$11,305.25)

## NET LOSS FOR THE YEAR ENDED DECEMBER 31, 1963

(\$49,949.43)

(SUBJECT TO COMMENTS CONTAINED HEREIN)

GLUSS &amp; GLUSS

CERTIFIED PUBLIC ACCOUNTANTS

## EVALUATION REPORT

Note - The following are excerpts from an evaluation report by M.M. Holgate, P.Eng., dated March 2nd, 1964, on the interests of Caravelle Petroleum Co. Ltd. A complete copy of this report is on file at the Toronto Stock Exchange.

### INTRODUCTION

This report is an evaluation of the interests of Caravelle Petroleum Co. Ltd. as set forth. The report is not to be construed as being verification of ownership or title.

In view of the time limit imposed on completion of the report it has not been possible to set forth full details of the derivation of the data. Where a specific reference has not been made it can be assumed that the supporting calculations are contained in the files of Petcal Company Limited.

Although the conventional approach of classifying reserves as proven and probable has been taken in the text, the total fair market value has been reached by combining both classifications. In the writer's opinion the probable additional reserves shown have a probability of being produced of more than 0.95 and therefore have not been further discounted.

TABLE I

Summary of Reserves and Fair Market Value

<u>Field and Pool</u>	<u>Net Reserves Bbls.</u>	<u>Fair Market Value</u>
ANTE CREEK Beaverhill Lake	34,800	\$ 38,800
DEER MOUNTAIN Beaverhill Lake	288,000	\$ 263,400
PEMBINA Cardium	8,100	\$ 12,700
WILLESDEN GREEN Cardium Unit No.2	20,900	\$ 22,900
WILLESDEN GREEN Section 34, Twp. 41-6W5	7,700	\$ 11,200
TOTAL	359,500	\$ 349,000

### CERTIFICATE OF QUALIFICATION

I, Maurice Marsden Holgate of 1620 - 50th Avenue S.W., Calgary, Alberta, Canada, hereby certify:

1. That I am a member in good standing of the Association of Professional Engineers of Alberta having been admitted and registered on April 20, 1953.
2. That I graduated from Cambridge University in 1948 with an Honours Degree in Mechanical Sciences.
3. That I have been engaged in the oil industry since my graduation: until 1951 in Iran and from 1951 to the present in Western Canada; and that of this period more than eight years have been spent exclusively on the evaluation of oil and gas properties and reservoir studies.
4. That I have no direct interest in the properties under appraisal, nor do I expect to receive any.
5. That I am an employee of Petcal Company Limited a wholly owned subsidiary of Canadian Homestead Oils Limited.

Signed: \_\_\_\_\_

*M. M. Holgate*

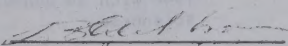


16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Castle Oil & Gas Limited - 132 - 9th Ave. S.W., Calgary, Alberta  Messrs. B. W. Watson and D. E. Wikant, President and Secretary-Treasurer, respectively of Canadian Homestead Oils Limited are also Vice-President and Secretary-Treasurer of Castle Oil & Gas Limited																																										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table> <tr> <th></th><th>Number of Shares</th><th>Cost</th><th>Market Value</th></tr> <tr> <td>Alberta Gas Trunk Line Co. Ltd.</td><td></td><td></td><td></td></tr> <tr> <td>    Class A</td><td>1,600</td><td>\$ 8,000</td><td>\$ 48,000</td></tr> <tr> <td>    Class B</td><td>10</td><td>50</td><td>50</td></tr> <tr> <td>Canadian High Crest Oils Limited</td><td>12,310</td><td>3,368</td><td>1,920</td></tr> <tr> <td>Leduc Calmar Oils Ltd.</td><td>2,000</td><td>105</td><td>47</td></tr> <tr> <td>Standard Pacific Petroleum Ltd.</td><td>78,000</td><td>1</td><td>Nom. Value</td></tr> <tr> <td>Govt. of Canada Bonds (par)</td><td>\$ 17,500</td><td>17,147</td><td>16,013</td></tr> <tr> <td>National Trust Guaranteed Certificate (par)</td><td>10,000</td><td>9,900</td><td>9,900</td></tr> <tr> <td></td><td></td><td><u>\$ 38,571</u></td><td><u>\$ 75,930</u></td></tr> </table>		Number of Shares	Cost	Market Value	Alberta Gas Trunk Line Co. Ltd.				Class A	1,600	\$ 8,000	\$ 48,000	Class B	10	50	50	Canadian High Crest Oils Limited	12,310	3,368	1,920	Leduc Calmar Oils Ltd.	2,000	105	47	Standard Pacific Petroleum Ltd.	78,000	1	Nom. Value	Govt. of Canada Bonds (par)	\$ 17,500	17,147	16,013	National Trust Guaranteed Certificate (par)	10,000	9,900	9,900			<u>\$ 38,571</u>	<u>\$ 75,930</u>		
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																																										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The Company's shares are not in the course of primary distribution.																																										

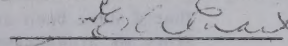
DATED February 28, 1964

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"B.W. Watson" 

CORPORATE  
SEAL

"D.E. Wikant" 

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1370.  
FILED, MARCH 25th. 1965.

## CANADIAN HOMESTEAD OILS LIMITED

Full corporate name of Company  
HOMESTEAD CONSOLIDATED OIL COMPANY LIMITED INCORPORATED UNDER THE LAWS OF THE PROVINCE OF ALBERTA ON MARCH 18, 1947.  
NAME CHANGED TO CONSOLIDATED HOMESTEAD OIL COMPANY LIMITED ON AUGUST 6, 1947 AND TO WESTERN HOMESTEAD OILS LIMITED  
ON JULY 29, 1950 AND TO CANADIAN HOMESTEAD OILS LIMITED ON MARCH 3, 1954.  
Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953)

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 1052.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	EFFECTIVE NOVEMBER 1, 1964, CANADIAN HOMESTEAD OILS LIMITED ACQUIRED, FROM A NUMBER OF AMERICAN INVESTORS, VARYING INTERESTS IN CERTAIN OIL AND GAS PRODUCING PROPERTIES IN THE PROVINCE OF ALBERTA. THE PURCHASE CONSIDERATION BEING \$1,483,241.00 (CDN.) WHICH INCLUDES A FINDERS FEE OF \$75,634.00 (CDN.). SEE ATTACHED "PROPERTY ACQUISITION" SCHEDULE. See Schedule "A" on page 3.
2. Head office address and any other office address.	132 - 9TH AVENUE S.W., CALGARY, ALBERTA
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>PRESIDENT AND DIRECTOR - B. W. WATSON (EXECUTIVE) 132 - 9TH AVENUE S.W., CALGARY, ALBERTA</p> <p>SECRETARY-TREASURER - D. E. WIKANT (CHARTERED ACCOUNTANT) 132 - 9TH AVENUE S.W., CALGARY, ALBERTA</p> <p>ASSISTANT-SECRETARY - C. D. BORGGARD (LAND MANAGER) 132 - 9TH AVENUE S.W., CALGARY, ALBERTA</p> <p>VICE-PRES OF OPERATIONS - A. G. SAVAGE (PETROLEUM ENGINEER) 132 - 9TH AVENUE S.W., CALGARY, ALBERTA</p> <p>DIRECTOR - J. M. ROBERTSON (BARRISTER &amp; SOLICITOR) 13TH FLOOR ELVEDEN HOUSE, CALGARY, ALBERTA</p> <p>DIRECTOR - H. R. BOLTON (EXECUTIVE) C/O AMBASSADOR OIL CORP. 3109 - WINTHROLS AVE., FORTH WORTH 7, TEXAS</p> <p>DIRECTOR - B. O. JONES (EXECUTIVE) 470 SOUT HBOROUGH DR., VANCOUVER, B.C.</p> <p>DIRECTOR - F. R. GRAHAM, JR. (EXECUTIVE) OSWALD, DRINKWATER, &amp; GRAHAM LTD. - 715 - VICTORIA SQUARE, MONTREAL QUE.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>AUTHORIZED - 5,000,000 COMMON SHARES OF 10 CENTS PAR VALUE EACH.</p> <p>ISSUED - 3,396,900 SHARES</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	THE COMPANY IS INDEBTED TO THE ROYAL BANK OF CANADA IN THE AMOUNT OF \$826,500.00 RE LOANS OUTSTANDING.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	THE COMPANY HAS SET ASIDE, WITH THE APPROVAL OF THE SHAREHOLDERS, 125,000 COMMON SHARES FOR ISSUE PURSUANT TO A STOCK OPTION PLAN FOR OFFICERS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES AT A PRICE OF \$1.00 PER SHARE. THE OPTIONS WILL BE EXERCISABLE AS TO 50% OF THE OPTIONED SHARES ON OR AFTER MARCH 28, 1965, AND AS TO 25% OF THE OPTIONED SHARES ON OR AFTER MARCH 28, 1966, AND AS TO 25% OF THE OPTIONED SHARES ON OR AFTER MARCH 28, 1967. THE OPTIONS EXPIRE MARCH 28, 1969.



7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	OPTIONS GRANTED WILL ONLY BE TO PRESENT AND FORMER OFFICERS OF THE COMPANY AND PRESENT EMPLOYEES.																					
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	A CASH PAYMENT OF \$75,634.00 (CDN) WAS MADE TO CARAVELLE LEASEHOLDS LTD., (A PRIVATE COMPANY IN WHICH THE SOLE SHAREHOLDER IS MR. A. B. MCCLELLAND JR., OF NEW YORK). THIS PAYMENT REPRESENTED A FINDERS FEE RE THE ABOVEMENTIONED PROPERTY ACQUISITION.																					
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	CANADIAN HOMESTEAD OILS LIMITED INTENDS TO CONTINUE ITS PARTICIPATION IN OIL AND GAS EXPLORATION ACTIVITIES IN WESTERN CANADA.																					
10. Brief statement of company's chief development work during past year.	DURING THE FISCAL YEAR ENDED MAY 31, 1964 CANADIAN HOMESTEAD OILS LIMITED HELD AN INTEREST IN 76 WELLS DRILLED; 56 OF THESE WERE COMPLETED AS OIL WELLS, 1 AS A GAS WELL AND 19 WERE DRY HOLES.																					
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<table><tr><td>DONTEX OILS LTD.</td><td>- 230 PARK AVE., NEW YORK 17, N. Y.</td><td>149,745.00</td></tr><tr><td>GILTEX OILS LTD.</td><td>- 230 PARK AVE., NEW YORK 17, N.Y.</td><td>271,520.00</td></tr><tr><td>ROCKY MOUNTAIN MINERALS LTD.</td><td>230 PARK AVE., NEW YORK 17, N. Y.</td><td>50,966.00</td></tr><tr><td>BRAE BURNS MINERALS LTD.</td><td>- 230 PARK AVE., NEW YORK 17, N. Y.</td><td>82,673.00</td></tr><tr><td>WILLTEX OILS LTD.</td><td>- 230 PARK AVE., NEW YORK 17, N.Y.</td><td>600,178.00</td></tr><tr><td>ST. ANDREWS MINERALS LTD.</td><td>- 230 PARK AVE., NEW YORK 17, N. Y.</td><td><u>252,525.00</u></td></tr><tr><td></td><td></td><td><u>\$1,407,607.00 (CDN)</u></td></tr></table>	DONTEX OILS LTD.	- 230 PARK AVE., NEW YORK 17, N. Y.	149,745.00	GILTEX OILS LTD.	- 230 PARK AVE., NEW YORK 17, N.Y.	271,520.00	ROCKY MOUNTAIN MINERALS LTD.	230 PARK AVE., NEW YORK 17, N. Y.	50,966.00	BRAE BURNS MINERALS LTD.	- 230 PARK AVE., NEW YORK 17, N. Y.	82,673.00	WILLTEX OILS LTD.	- 230 PARK AVE., NEW YORK 17, N.Y.	600,178.00	ST. ANDREWS MINERALS LTD.	- 230 PARK AVE., NEW YORK 17, N. Y.	<u>252,525.00</u>			<u>\$1,407,607.00 (CDN)</u>
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		<u>\$1,407,607.00 (CDN)</u>																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	See Schedule "B" on page 4.																					
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NOT APPLICABLE.																					
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	NOT APPLICABLE.																					
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>"CASTLE OIL &amp; GAS LIMITED</td><td>- 132 - 9TH AVENUE S.W., CALGARY ALBERTA</td><td>642,625 SHARES</td></tr><tr><td>PALLISER PETROLEUMS LIMITED</td><td>- 132 - 9TH AVENUE S.W., CALGARY ALBERTA</td><td>126,300 SHARES</td></tr><tr><td>MORGAN &amp; CO. LTD.</td><td>- TORONTO DOMINION BANK BUILDING, 500 ST. JAMES ST. W., MONTREAL, QUE.</td><td>124,758 SHARES</td></tr><tr><td>MERRILL, LYNCH, PIERCE, FENNER &amp; SMITH INC.</td><td>- 700 PINE ST., NEW YORK 5, NEW YORK</td><td>113,204 SHARES</td></tr><tr><td>B. O. JONES</td><td>- 470 SOUTHBOROUGH DR., VANCOUVER, B.C.</td><td>87,794 SHARES</td></tr></table> <p>PRESUMABLY THE SHARES HELD IN THE NAMES OF MORGAN &amp; CO., LTD., AND MERRILL, LYNCH, PIERCE, FENNER &amp; SMITH INC. ARE NOT HELD BENEFICIALLY, BUT TO WHAT EXTENT THE COMPANY IS NOT AWARE.</p>	"CASTLE OIL & GAS LIMITED	- 132 - 9TH AVENUE S.W., CALGARY ALBERTA	642,625 SHARES	PALLISER PETROLEUMS LIMITED	- 132 - 9TH AVENUE S.W., CALGARY ALBERTA	126,300 SHARES	MORGAN & CO. LTD.	- TORONTO DOMINION BANK BUILDING, 500 ST. JAMES ST. W., MONTREAL, QUE.	124,758 SHARES	MERRILL, LYNCH, PIERCE, FENNER & SMITH INC.	- 700 PINE ST., NEW YORK 5, NEW YORK	113,204 SHARES	B. O. JONES	- 470 SOUTHBOROUGH DR., VANCOUVER, B.C.	87,794 SHARES						
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SCHEDULE A

CANADIAN HOMESTEAD OILS LIMITED

PROPERTY ACQUISITION

NOVEMBER 1, 1964

<u>Properties Acquired</u>	<u>Lewis Engineering</u>		<u>100% Total</u>	<u>Canadian Homestead Share Bbls/(Mscf)</u>	<u>Lewis Engineering</u>		<u>Cost to Homestead</u>
	<u>Net Reserves - May 31, 1964</u>	<u>Probable</u>			<u>Net Future Income</u>	<u>Canadian Homestead Share</u>	
	<u>Bbls/(Mscf)</u>	<u>Bbls/(Mscf)</u>					
Gilby, Joarcam and Willesden Green areas	2,269,800	507,900	2,777,700	1,588,161			
	<u>(13,305,600)</u>	<u>-</u>	<u>(13,305,600)</u>	<u>(5,854,712)</u>	\$ 6,880,800	\$ 3,710,718	\$ 1,483,241



SCHEDULE "B"

PERSONS HAVING A GREATER THAN 5% INTEREST

IN THE NOMINEE COMPANIES APPEARING IN ITEM 11

Name	Address	Dontex Oils Ltd.	Giltex Oils Ltd.		Brae Burn Minerals Ltd.	Wiltex Oils Ltd.	St. Andrews Minerals Ltd.	Rocky Mountain Minerals Ltd.
			SW/4 Sec 11-41-3-W5	11 %	12.088 %			
Elizabeth Annan	2540 So. Ocean Blvd., Palm Beach, Fla.	10 %				11 %	%	15.7073 %
C. Kenneth Baxter	1710 Fidelity, Phila. Trust Bldg., Philadelphia 9, Pa.	10					10	7.8537 2.7294
John P. Birmingham	c/o White Fuel Corp., 900 East 1st St. S., Boston, Miss.				10			
Kermit Bloomgarden	1545 Broadway, New York, N.Y.		5				7	
J. Gordon Carr	Beechcraft Road, Greenwich, Conn.					10		
James Andrew Carr Trust	c/o Robt. Duguay, State National Bank, 1 Atlantic St. Stamford, Conn.				5			3.4144
R. Leslie Cizek	c/o Parker & Co., 99 Park Ave., New York 16, N.Y.						18	
Gardner Cowles	Cowles Magazines Inc., 488 Madison Ave., New York, 22 N.Y.							
The Donner Corp	1710 Fidelity, Philadelphia Trust Bldg., Philadelphia 9, Pa.	10		6	6.593	6		4.1911
Joseph Donner	Heather Lane, Princeton, N.J.			8	8.791	8		
Robert Donner	7 W Las Vegas St., Golo. Springs, Colo.			8	8.791			
Alex D. Henderson	1011 Hillsboro Beach, Pompano Beach, Fla.						20	
Dora Donner Ide	485 Park Avenue, New York, N.Y.	10		14	15.383	14		3.5923
William Roosevelt	4475 So. Downing St., Englewood, Colo.	6						
Carroll D. Stuchell	Squaw Run Road, Fox Chapel, Pittsburgh, Pa.			8	8.791		5	
Thomas E. Saxe Jr.	White Tower Mgmt. Corp., 580 Main St., Stamford, Conn.							
Herbert Barnum Seeley	460 Waldmere Ave., Bridgeport, Conn.					5		

46	60	65.931	40	62	60	37.4882
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# FINANCIAL STATEMENTS

## CANADIAN HOMESTEAD OILS LIMITED AND SUBSIDIARY COMPANIES

### CONSOLIDATED BALANCE SHEET

DECEMBER 31, 1964  
(UNAUDITED)

#### ASSETS

**Current:**

Cash and deposit receipts	\$ 711,592
Accounts receivable	507,536
Notes receivable - current portion	60,000
Marketable securities - at cost (quoted market value \$73,529.)	23,790
Prepaid expenses and performance deposits	14,606
Total current assets	\$ <u>1,317,524</u>

**Notes Receivable:**

Non-interest bearing, payable \$5,000. per month - less amounts due within one year	100,000
Interest at 5% per annum commencing October 31, 1965, Principal amount payable October 31, 1968	92,707
	\$ <u>192,707</u>

**INVESTMENT IN AND ADVANCES TO SUBSIDIARIES:**

\$ 32,345

**Property and Equipment:**

Petroleum and natural gas leases, reservations and royalty interests: Productive properties, including well development costs, less accumulated depletion - \$956,283.	1,207,562
Undeveloped properties	380,428
Production and other equipment, less accumulated depreciation - \$69,247.	163,873
	\$ <u>1,751,863</u>

**Other:**

Sundry investments - at cost	5,650
Drilling and other deposits	34,133
	\$ <u>39,783</u>
	\$ <u>3,334,222</u>

#### LIABILITIES

**Current:**

Bank loan, secured	6,751
Accounts payable and accrued liabilities	412,759
Deposits on ventures	185,141
Total current liabilities	\$ <u>604,651</u>

**Shareholders' Equity:**

Share capital:	
Authorized - 5,000,000 shares of a par value of 10 cents ea.	
Issued - 3,396,900 shares	339,690
Paid-in surplus	6,187,268
Deficit	(3,797,387)
	\$ <u>2,729,571</u>

APPROVED ON BEHALF OF THE BOARD

DIRECTOR

DIRECTOR

\$ 3,334,222



CANADIAN HOMESTEAD OILS LIMITED  
AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF SOURCE AND USE OF FUNDS

FOR THE SEVEN MONTH PERIOD ENDED DECEMBER 31, 1964

(UNAUDITED)

Source of Funds:

Cash generated from operations before other charges	\$ 215,067
Long term receivable becoming current	35,000
Advance repaid by subsidiary	4,425
Miscellaneous	789
	<u>\$ 255,281</u>

Use of Funds:

Exploration expenses and undeveloped property rentals	113,336
Expenditures for property and equipment	391,226
Increase in refundable deposits	5,185
Miscellaneous	2,250
	<u>\$ 511,997</u>

DECREASE IN WORKING CAPITAL \$ 256,716

APPROVED ON BEHALF OF THE BOARD

*David L. Brown* DIRECTOR

*B.O. Jones* DIRECTOR

MATERIAL CHANGES IN THE CONSOLIDATED BALANCE SHEET OF  
CANADIAN HOMESTEAD OILS LIMITED AND SUBSIDIARY COMPANIES

SUBSEQUENT TO DECEMBER 31, 1964

Property and equipment acquisitions totalling \$1,483,241. were made on February 4, 1965. This acquisition utilized corporate funds to the extent of \$656,741. and necessitated a bank loan in the amount of \$826,500.

WE HEREBY CERTIFY THE FOREGOING TO BE CORRECT:

*David L. Brown* DIRECTOR

*B.O. Jones* DIRECTOR



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	CASTLE OIL & GAS LIMITED - 132 - 9TH AVENUE S.W., CALGARY, ALBERTA			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.		NUMBER OF SHARES	COST	MARKET VALUE FEB. 16/65
	ALBERTA GAS TRUNK LINE CO. LTD.			
	CLASS A	1,600	\$ 8000	\$ 62000
	CLASS B	10	50	50
	CANADIAN HIGH CREST OILS LIMITED	12,310	3368	2830
	LEDUC CALMAR OILS LTD.	2,000	105	280
	STANDARD PACIFIC PETROLEUMS LTD.	78,000	1	NOM VALUE
	GOVERNMENT OF CANADA BONDS (PAR)	12,500	12266	11750
			\$ 23790	\$ 76910
18. Brief statement of any lawsuits pending or in process against company or its properties.	NONE			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	NONE			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	THERE ARE NO OTHER MATERIAL FACTS. THE COMPANYS SHARES ARE NOT IN THE COURSE OF PRIMARY DISTRIBUTION.			

# CERTIFICATE OF THE COMPANY

DATED FEBRUARY 18, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"B.W. Watson" *B.W. Watson*

CORPORATE  
SEAL

"B.O. Jones" *B.O. Jones*

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



